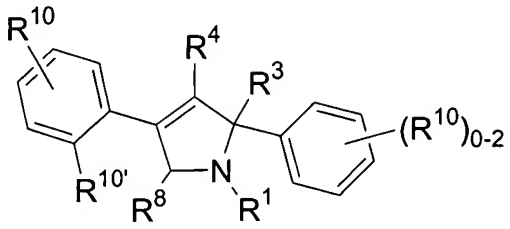
In the claims:

1. (Cancelled)

2. (Cancelled)

3. (Currently Amended) The compound ~~according to Claim 2~~ of the formula III:



III

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:

1) (C=O)O-C_1-C_{10} alkyl,
2) (C=O)O-aryl,
3) (C=O)O-C_3-C_8 cycloalkyl, and
4) (C=O)O-heterocyclyl,

said alkyl, aryl, cycloalkyl, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^3, R^4 and R^8 are independently selected from:

1) H,
2) C_1-C_{10} alkyl, and
3) C_1-C_6 perfluoroalkyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) ~~oxo,~~
15) CHO,
16) ~~$(N=O)R^{12}R^{13}$, and~~
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

$R^{10'}$ is halogen;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,

2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,

9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, and heterocyclyl; and

R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$.

4. (Original) The compound according to Claim 3 of the formula III, or the pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

R^1 is $(C=O)O$-C_1-C_{10} alkyl,
said alkyl, is optionally substituted with one, two or three substituents selected from R^{10};

R^3, R^4 and R^8 are independently selected from:

1) H, and
2) C_1-C_{10} alkyl,

said alkyl is optionally substituted with one or more substituents selected from R^{10}; and

R^{10}, R^{11}, R^{12}, R^{13}, R^a and R^b are as described in Claim 3.

5. (original) A compound selected from:

methyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

allyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

ethyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

phenyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

isopropyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

2-(dimethylamino)-2-methylpropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

2-aminoethyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

3-aminopropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

pyrrolidin-3-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

piperidin-4-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (original) The compound according to Claim 5 which is the TFA salt of a compound selected from:

2-(dimethylamino)-2-methylpropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

2-aminoethyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

3-aminopropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;

pyrrolidin-3-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate; and

piperidin-4-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate.

7. (Currently Amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim ~~1~~ 3 and a pharmaceutically acceptable carrier.

8 - 33. (Cancelled)